

CHARTER OF THE SCIENTIFIC COMMITTEE

1. Status

1.1 The Scientific Committee is a Committee of the Board of Directors of Zealand Pharma A/S (the “Company”).

2. Purpose

2.1 The Scientific Committee is a forum with the purpose of.

- leveraging the scientific expertise of the appointed Board of Directors
- understanding and challenging the approach and assumptions of the Company’s Research & Development strategy
- provide technical assistance to the Board on Research & Development related issues
- provide guidance to the Board on the risks of the Company’s Research & Development strategy

3. Members of the Committee

3.1. The Committee’s members shall serve a one-year term and

- Consist of up to three members of the Board of Directors that have scientific, clinical and or drug development experience to provide oversight to the research and development strategy of the company
- Have a Chair of the Committee that is deemed by the Board to have the requisite scientific expertise and experience to act as the Chair of the Committee
- In collaboration with the Company’s Head of Research & Development evaluate its membership and performance on an annual basis and report it to the Board.

4. Responsibilities

4.1. The primary function of the Scientific Committee is to support and challenge the Company’s R&D strategy. Examples of such may include, without limitation:

- Challenging plans for preclinical and clinical projects
- Providing input and challenging R&D strategy creation and execution
- Other technical and scientific issues that are delegated by the Board.

4.2 No formal voting will be undertaken by the Committee.



5. Meetings

- 5.1 The Scientific Committee shall meet as often as it is deemed appropriate by the Company's Head of Research & Development or the Committee members, but at a minimum of 2 times each year.
- 5.2 The Chair of the Scientific Committee and Head of Research & Development set the annual wheel for the coming year at the first meeting after the annual general meeting.
- 5.3 Meetings are quorate if at least two members are present at any meeting.
- 5.4 The specific agenda and pre-read are sent out in due time prior to any meeting.
- 5.5 The Committee can appoint a special assistant to the Committee from the Company who is tasked with, inter alia, assisting with the agenda, preparing, and distributing materials, keeping minutes, and providing general technical assistance for the efficient running of meetings.

6. Scientific Committee Remuneration

- 6.1. The members of the Committee are remunerated in accordance with the Company's current Remuneration Policy.

7. Reporting to the Board of Directors

- 7.1. The Chair of the Scientific Committee shall provide summary of the discussions of the Scientific Committee meetings to the next available Board Meeting.
- 7.2. Minutes of meetings of the Scientific Committee shall as soon as practical and after approval of the Chair of the Committee, be circulated to the Board of Directors.

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Approved at a meeting of the Company's Board of Directors 14 April 2021